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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

TERRY SAIDEL and CAMILLE JACKSON,
individually and on behalf of all others similarly
situated,

Plaintiffs,

vs.

CBS RADIO, INC., a Delaware corporation and
DOES 1 through 10, inclusive,

Defendants.

) Case No.: CV 07-02948-SC

) CLASS ACTION

) ~~AMENDED PROPOSED~~

) **ORDER FOR PRELIMINARY APPROVAL**
) **OF CLASS ACTION SETTLEMENT,**
) **CONDITIONAL CERTIFICATION AS A**
) **CLASS ACTION, SETTING OF A**
) **FAIRNESS DETERMINATION HEARING**
) **AND APPROVAL OF NOTICE TO CLASS**

) Date: August 15, 2008

) Time: 10:00 a.m.

) Courtroom: One

) Hon. Samuel L. Conti

) Complaint Filed: May 3, 2007

) Trial Date: None set

1 This matter came on for hearing on August 15, 2008, at 10:00 a.m. in Courtroom 1 of the
2 above-captioned court on the Plaintiffs' Motion for an Order of Preliminary Approval of Proposed
3 Class Action Settlement, Conditional Class Certification, Approval of the Class Notice, and Setting of
4 the Final Fairness Hearing.

5 The Court has fully reviewed the Motion for Preliminary Approval of Class Action Settlement,
6 the supporting Points and Authorities, Declaration of Michael D. Singer and the attached Joint
7 Stipulation of Class Action Settlement and Release ("Settlement Agreement"), the Notice of Class
8 Action Settlement, Claim Form, and the [Proposed] Order Granting Preliminary Approval.

9 It is the Court's duty to make a preliminary determination as to the certification of the action as
10 a Class Action and the appointment of representatives of the Settlement Class for settlement purposes,
11 and to make a preliminary determination of the reasonableness of any proposed Class Action
12 settlement, and, if the Court makes the preliminary determinations to certify the case as a Class Action,
13 to appoint representatives of the Class, and to find the proposed Settlement reasonable, to ensure
14 proper notice is provided to Class Members in accordance with FRCP 23(e) and due process
15 requirements. Should the Court grant preliminary approval and order notice to Class Members, it is to
16 conduct a Final Approval hearing as to the final certification of the Class Action and appointment of
17 representatives of the Class, and as to the good faith, fairness, adequacy and reasonableness of any
18 proposed settlement after Notice has been sent and Class Members have been afforded an opportunity
19 to exclude themselves from the class action or to object to the settlement.

20 In recognition of these duties, THE COURT HEREBY MAKES THE FOLLOWING
21 DETERMINATIONS AND ORDERS:

22 1. The Court finds on a preliminary basis that this case may and should be certified as a
23 Class Action pursuant to Rule 23(b)(3), Federal Rules of Civil Procedure; that the Class herein is
24 defined as, and shall include, "All CURRENT and FORMER EMPLOYEES of CBS RADIO INC.,
25 (referred to herein as "CBS Radio"), who were employed as ACCOUNT EXECUTIVES in the State of
26 California at any time from May 3, 2003 through June 30, 2008"; that Plaintiffs Terry Saidel and
27 Camille Jackson may and should be appointed as representatives of the Settlement Class, and their
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1 counsel, the firms of Hinton, Alfert & Sumner; Goldstein, Demchak, Baller, Borgen & Dardarian; and
2 Cohelan & Khoury, may and should be appointed as attorneys for the Settlement Class.

3 ACCORDINGLY, FOR GOOD CAUSE APPEARING, SUCH CERTIFICATION AND
4 APPOINTMENTS ARE CONDITIONALLY MADE FOR PURPOSES OF PRELIMINARY
5 APPROVAL.

6 2. The Court finds on a preliminary basis that the Settlement Agreement, and its exhibits,
7 incorporated in full by this reference and made a part of this Order of Preliminary Approval, appears to
8 be within the range of reasonableness of a settlement which could ultimately be given final approval by
9 this Court pursuant to Rule 23(e). The Court notes that Defendant CBS RADIO, INC. has agreed to
10 pay a non-reversionary cash settlement of \$4,950,000 to Plaintiffs and the Class Members in full
11 satisfaction of claims made in this case as more specifically described in the Settlement Agreement;

12 It further appears to the Court on a preliminary basis that the settlement is fair and reasonable
13 to Class Members when balanced against the uncertainties of further litigation relating to class
14 certification, liability and damages issues and potential appeals; it further appears that significant
15 formal and informal discovery, as well as investigation and research have been conducted such that
16 counsel for the parties at this time are able to reasonably evaluate their respective positions; it further
17 appears that settlement at this time will avoid substantial costs, delay and risks that would be presented
18 by the further prosecution of the litigation; further, it appears the proposed Settlement has been reached
19 as the result of intensive, serious and non-collusive negotiations between the Parties including two
20 days of mediation before a neutral;

21 ACCORDINGLY, FOR GOOD CAUSE APPEARING, THE MOTION FOR ORDER OF
22 PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT IS HEREBY **GRANTED**; AND
23 AS A PART OF SAID PRELIMINARY APPROVAL, THE COURT HEREBY ACCEPTS AND
24 INCORPORATES THE PARTIES' SETTLEMENT AGREEMENT AND ORDERS THAT THE
25 CLASS BE CONDITIONALLY CERTIFIED FOR SETTLEMENT PURPOSES ONLY PURSUANT
26 TO THE TERMS AND CONDITIONS CONTAINED IN SAID SETTLEMENT AGREEMENT.

27 3. The Court finds that the Notice of Class Action Settlement ("Notice") and
28 accompanying Claim Form advise Class Members of the pendency of the Class Action, the proposed

1 settlement, the preliminary Court approval of the proposed Settlement, the conditional certification of
2 the Class for settlement purposes only, and of the claim submission timing and procedures, opt-out
3 timing and procedures and of the Final Approval Hearing, and the right of Class Members to file
4 documentation in support or in opposition and to appear in connection with said hearing, and fairly and
5 adequately advise Class Members of the terms of the proposed Settlement and the benefits available to
6 Class Members thereunder. The Court further finds that said Notice clearly comports with all
7 requirements of Rule 23(e) and all constitutional requirements including those of due process.

8 ACCORDINGLY, FOR GOOD CAUSE APPEARING, THE COURT HEREBY **APPROVES**
9 THE PROPOSED NOTICE OF CLASS ACTION SETTLEMENT AND THE CLAIM FORM TO BE
10 SENT WITH THE NOTICE.

11 4. The mailing to the present and last known address of present and former Class Members
12 constitutes an effective method of notifying them of their rights with respect to the Class Action and
13 Settlement.

14 ACCORDINGLY, IT IS HEREBY ORDERED that

15 a) On or before **AUGUST 29, 2008**, SIMPLURIS shall mail, by first class mail,
16 postage pre-paid, the Notice and Claim Form to all present and former employees of CBS RADIO,
17 INC., employed as Account Executives at any of its business establishments in California at any time
18 during the period May 3, 2003 through June 30, 2008 ("Class Period".) All mailings shall be made to
19 the present and/or last known mailing address of present and former employees based on a thorough
20 examination of Defendant's records to ascertain such addresses. SIMPLURIS will perform address
21 updates and verifications as necessary prior to this first mailing and will perform skip traces as
22 required on returned undeliverable Notice packets. The Court finds that the mailing of notices and
23 claim forms to present and former employees as set forth in this paragraph is the best means
24 practicable by which to reach Class Members and is reasonable and adequate pursuant to all
25 constitutional and statutory requirements including all due process requirements.

26 b) On or before **OCTOBER 8, 2008**, (40 days from the date the Notice is first
27 mailed to the Class), SIMPLURIS shall mail a post-card to all members of the Class who have not
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1 responded with the return of a Claim Form or a request for exclusion reminding them of the deadline in
2 which to act to make a claim.

3 c) Requests for exclusion mailed to SIMPLURIS must be postmarked on or before
4 **OCTOBER 27, 2008**, (59 days from the date the Notice is first mailed to the Class), to be considered
5 timely.

6 d) Any objections to the Settlement must be filed with this Court, and timely
7 served on the Claims Administrator in the manner provided in the Notice, on or before **OCTOBER 27,**
8 **2008** (59 days from the date the Notice is first mailed to the Class), to be considered timely.

9 e) Claim Forms mailed to SIMPLURIS must be postmarked on or before
10 **OCTOBER 27, 2008** (59 days from the date the Notice is first mailed to the Class), to be considered
11 timely.

12 5. IT IS FURTHER ORDERED that the Final Approval Hearing shall be held before the
13 undersigned at 10:00 a.m. on **DECEMBER 5, 2008** at 10:00 a.m., the above-entitled court located at
14 450 Golden Gate Avenue, 17th Floor, Courtroom 1, to consider the fairness, adequacy and
15 reasonableness of the proposed Settlement preliminarily approved by this Order of Preliminary
16 Approval, and to consider the application of Class Counsel for an award of reasonable attorneys' fees,
17 litigation expenses, class representative enhancements, and for costs of claims administration incurred.

18 6. IT IS FURTHER ORDERED opening briefs in support of the proposed Settlement shall
19 be served and filed with the Court on or before **OCTOBER 30, 2008**.

20 7. IT IS FURTHER ORDERED that pending final determination of whether this proposed
21 Settlement should be granted Final Approval, no Class Member, either directly or representatively, or
22 in any other capacity, shall commence or prosecute any action or proceeding asserting any of the
23 Released Claims, as defined in the Settlement Agreement, against Defendant CBS RADIO, INC.
24 herein in any court.

25 8. IT IS FURTHER ORDERED that any party to this case, including Class Members, may
26 appear at the Final Approval Hearing in person or by counsel, and may be heard to the extent allowed
27 by the Court, in support of or in opposition to, the Court's determination of the good faith, fairness,
28 reasonableness and adequacy of the proposed Settlement, the requested attorneys' fees and litigation

1 expenses, and any Order of Final Approval and Judgment regarding such Settlement, fees and
2 expenses; provided, however, that no person, except Class Counsel and counsel for Defendant shall be
3 heard in opposition to such matters unless such person has complied with the conditions set forth in the
4 Notice of Class Action Settlement, including the filing of a timely objection in writing, which
5 conditions are incorporated herein.

6 9. IT IS FURTHER ORDERED that if for any reason the Court does not execute and file
7 an Order of Final Approval, or if the Final Effective Date of settlement does not occur for any reason
8 whatsoever, the proposed Settlement Agreement and the proposed Settlement subject of this Order and
9 all evidence and proceedings had in connection therewith shall be without prejudice to the *status quo*
10 *ante* rights of the Parties to the litigation as more specifically set forth in the Settlement Agreement.

11 10. IT IS FURTHER ORDERED that, pending further order of this Court, all proceedings
12 in this matter except those contemplated herein and in the Settlement Agreement are stayed.

13 The Court expressly reserves the right to adjourn or continue the Final Approval Hearing from
14 time to time without further notice to the Class Members.

15 IT IS SO ORDERED.

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17 Dated: August 25, 2008

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21 UNITED STATES DISTRICT JUDGE
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